FEB 0 9 2007

UNITED STATES

UNITED STATES

ECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number:

3235-0076

Expires:

May 31, 2005

Estimated average burden



Name of Offering (☐ check if	this is an amendment and nam	ne has changed	d, and indic	ate change.)	_	
Sale of Series B Preferred Stock	and Warrants to Purchase Se	ries B Preferre	ed Stock			
Filing Under (Check box(es) that	it apply): 🛘 Rule 504 🔻 🗖 F	Rule 505 🖾	Rule 506	☐ Section 4(6)	□ ULOE	
Type of Filing: ⊠ New Filing	☐ Amendment					
	A. BA	SIC IDENTI	FICATIO	N DATA		
1. Enter the information request	ted about the issuer					
Name of Issuer (check if the	is is an amendment and name	has changed,	and indicat	e change.)		
CipherMax, Inc.		•				
Address of Executive Offices	(Numb	er and Street,	City, State	, Zip Code)	Telephone N	Number (Including Area Code
1975 Concourse Drive, San Jose	e, CA 95131				(408) 382-6	500
Address of Principal Business O	•	er and Street,	City, State	, Zip Code)	Telephone N	Number (Including Area Code
(if different from Executive Offi	ccs)					
Brief Description of Business	-					
Storage Area Network						
Type of Business Organization						
□ corporation	☐ limited partnership, alread	•		l other (please speci	fy):	
□ business trust	☐ limited partnership, to be	formed				PROCESSED
		Month	Year	62		
Actual or Estimated Date of Inco	ornoration or Organization:	0 3	00	☐ ☑ Actua	al 🗆 Fetim	nated FEB 2 2 2007
Actual of Estimated Date of Met	orporation of Organization.	لكالكا	کالک	Z Actua	ii 🗀 Estili	
Jurisdiction of Incorporation or	Organization: (Enter two-lett	er U.S. Postal	Service ab	breviation for State	:	THOMSON
	•	ada; FN for ot			DE	_) FINANCIAL
				- 		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available estate exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Page 1 of 9

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

 Each general and 	managing partner	r of partnership issuers.			•
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, Kao, Ruey	if individual)		-		
Business or Residence Add 1975 Concourse Drive, San		d Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, Liu, Kerjyun	if individual)				
Business or Residence Add 1975 Concourse Drive, San		d Street, City, State, Zi	p Code)		
Check Box(es) that Apply:		☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Saints Capital Belvedere, L.	,				
Business or Residence Add 475 Sansome Street, Suite 1			p Code)		
Check Box(es) that Apply:			☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Venrock Associates and its	,				
Business or Residence Add 30 Rockefeller Plaza, Room			p Code)		
Check Box(es) that Apply:	☐ Promoter		☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, U.S. Venture Partners and it	,				
Business or Residence Add 2180 Sand Hill Road, Suite			p Code)		
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, Copeland, Eric	if individual)				
Business or Residence Add 1975 Concourse Drive, San		d Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, Liddle, David	if individual)		·		,
Business or Residence Add 2180 Sand Hill Road, Suite			p Code)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partn	er of partnership issuers	· -		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Jones, Jim J.				•
Business or Residence Address (Number a 30 Rockefeller Plaza, Room 5508 New Yo		p Code)		
Check Box(es) that Apply: ☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) BAVP, LP				•
Business or Residence Address (Number a 950 Tower Lane, Suite 700, Foster City, C.	, , ,	p Code)		
Check Box(es) that 'Apply: ☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Lucent Venture Partners III, LLC				
Business or Residence Address (Number a 600 Mountain Avenue, Room 6G-212, Mur		p Code)	•	
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				,
Business or Residence Address (Number a	and Street, City, State, Zi	p Code)		·
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		····		
Business or Residence Address (Number a	and Street, City, State, Zi	p Code)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	and Street, City, State, Zi	p Code)		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	. Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	and Street, City, State, Zi	p Code)	 -	
. (Use blan	k sheet, or copy and use	additional copies of this	sheet, as necess	ary.)

						B. INFO	DRMATI	ON ABO	UT OFFI	ERING					
														Yes	No
1. I	Has the	issuer	sold, or o	does the is	suer inter	nd to sell,	to non-ac	credited in	vestors in	this offer	ing?	***************************************			<u>X</u>
			Α	nswer als	o in Appe	endix, Col	umn 2, if	filing und	er ULOE.						
2.	What is	s the m	inimum i	investmer	t that wil	l be accep	ted from a	any indivi	dual?					\$ N	/A
														Yes	No
3. I	Does th	e offer	ing perm	it ioint ov	vnership o	of a single	unit?							<u>x</u>	
4.	Enter tl	he info	rmation :	requested	for each 1	person wh	o has bee	n or will b	e paid or	given, dir	ectly or in	idirectly, a	ny commission f a person to be		
	listed is of the	s an as broker	sociated or dealer	person or . If more	agent of than five	a broker o	or dealer roons to be l	egistered v	with the Si	EC and/or	with a sta	ate or state	es, list the name dealer, you may	:	
Full Na N/A	me (Las	st name	first, if ir	ndividual)										~~~	
Busines N/A	s or Re	sidence	Address	(Number	and Street	, City, Stat	e, Zip Coo	le)							-
Name o N/A	f Assoc	iated B	roker or l	Dealer		, <u>-</u>	-					· .			
States in	n Which	h Perso	n Listed F	las Solicit	ed or Inte	nds to Soli	cit Purcha	sers							
(Che	ck "All	States'	or check	individua	l States)	***************************************			***************************************					.D All	States
[AL]	[<i>A</i>	AK]	[AZ]	[AR]	[CA	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]	. •	NJ	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
[MT] [RI]		NE] SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
Full Na N/A	me (La	st name	first, if ir	ndividual)					· · ·						
Busines N/A	s or Re	sidence	Address	(Number	and Street	, City, Stat	te, Zip Coo	le)							
Name o N/A	f Assoc	iated B	roker or I	Dealer				•				- •	·		
States in	n Whicl	h Perso	n Listed F	las Solicit	ed or Inte	nds to Soli	cit Purcha	sers							
(Che	ck "All	States'	or check	individua	l States)								,	□ All	States
[AL]	I [A	AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]	[I]	N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	-	,
[MT]		NE] SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
				ndividual)											
Busines N/A	ss or Re	sidence	: Address	(Number	and Street	, City, Stat	te, Zip Coo	ie)							
Name o N/A	f Assoc	iated B	roker or I	Dealer				•							
States in	n Whiel	h Perso	n Listed I	las Solicit	ed or Inter	nds to Soli	cit Purcha	sers		· · · · · · · · · · · · · · · · · · ·					
(Che	ck "All	States'	or check	individua	l States)		*******	••••••	***************************************					□ All	States
[AL]	[4	K]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL] [MT	_	N] NE]	[IA] [NV]	[KS] [NH]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI] [OH]	[MN]	[MS]	[MO]		
[RI]		ic]	[SD]	[TN]	[נא] [XT]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)
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 Enter the aggregate offering price of securities included in this offering and the total sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering 	amount already	_		
and indicate in the columns below the amounts of the securities offered for exchanged.				
Type of Security		Aggregate Offering Price		ount Already Sold
Debt	•••••	\$0	\$	0
Equity		\$9,351,430.00	\$9.35	51.430.00
☐ Common ☑ Preferred Stock & Warrants				
Convertible Securities (including warrants)		\$0	\$	0
Partnership Interests		\$ <u> 0 </u>	_ \$	0
Other (Specify))			_ s	
Total	********************	\$9.351.430.00	\$9.35	51,430.00
		<u> </u>	_ <u> </u>	
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the total lines. Enter "0" if answer is "none" or "zero."	04, indicate the	·		
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the	04, indicate the	Number Investors		Aggregate Ilar Amount
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero."	i04, indicate the eir purchases on	Investors	Do	
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	io4, indicate the cir purchases on	Investors 28	Do of	llar Amount
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors	604, indicate the cir purchases on	Investors 28 0	Do of \$ <u>9,3</u> :	llar Amount Purchases 51,430.00
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	604, indicate the cir purchases on	Investors 28 0	Do of \$ <u>9,3</u> : \$	Ilar Amount f Purchases 51,430.00
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE.	io4, indicate the cir purchases on	Investors 28 0	Do of \$ <u>9,35</u> \$	Ilar Amount f Purchases 51,430.00 0
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)	for all securities	Investors 28 0	Do of \$ <u>9,35</u> \$	Ilar Amount f Purchases 51,430.00 0
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months	for all securities	Investors 28 0	Do ol	llar Amount F Purchases 51,430.00 0 N/A
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months sale of securities in this offering. Classify securities by type listed in Part C - Question 1	for all securities a prior to the first	28 0 N/A	Do ol	llar Amount Purchases 11,430.00 0 N/A
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months sale of securities in this offering. Classify securities by type listed in Part C - Question 1 Type of offering	for all securities prior to the first	28 0 N/A Type of Security	Do oi	Illar Amount Purchases 51,430.00 0 N/A Illar Amount Sold
2. Enter the number of accredited and non-accredited investors who have purchased securit offering and the aggregate dollar amounts of their purchases. For offerings under Rule 5 number of persons who have purchased securities and the aggregate dollar amount of the the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months sale of securities in this offering. Classify securities by type listed in Part C - Question 1 Type of offering Rule 505	for all securities prior to the first	28 0 N/A Type of Security N/A	Do oi	llar Amount Purchases 51,430.00 0 N/A llar Amount Sold N/A

an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.

Printing and Engraving Costs.

Legal Fees...

Accounting Fees...

Engineering Fees...

Sales Commissions (specify finders' fees separately)

may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish

Other Expenses (identify)					🗆	S	
Total				··· 🛛	\$30,00	0.00	
b. Enter the difference between the aggregate offering total expenses furnished in response to Part C – Que proceeds to the issuer."							
5: Indicate below the amount of the adjusted gross proce each of the purposes shown. If the amount for any pur the box to the left of the estimate. The total of the payre to the issuer set forth in response to Part C – Question 4	pose is not known, furnish an ents listed must equal the adju-	estimate an	d check	3		\$ <u>9,32</u>	1,430.00
			Of Dire	ments to ficers, ctors & filiates		•	ents to hers
Salaries and fees			\$	0		\$	0
Purchase of real estate		🗖	\$	0	_ 0	\$	0
Purchase, rental or leasing and installation of machi	nery and equipment	🗆	\$	0	_ 0	\$	0
Construction or leasing of plant buildings and facili	ties		\$	0	🗆	\$	0
Acquisition of other businesses (including the value offering that may be used in exchange for the assets pursuant to a merger)	or securities of another issuer		\$	0		\$	0
Repayment of indebtedness			\$	00		\$	0
Working capital ¹		·····	\$	0	_ Ø	\$9 321	1,430.00
Other (specify):		🗆	s	0		\$	0
	<u> </u>						
			\$	0	_ 0	\$	0
Column Totals	•		\$	0	_ □	\$	0
Total Payments Listed (column totals added)		•••••	ľ	\$ <u>9,32</u>	1,430.00		-
	D. FEDERAL SIGNATUR	<u> </u>				_	
The issuer has duly caused this notice to be signed by the signature constitutes an undertaking by the issuer to furnished by the issuer to any non-accredited in	ish to the U.S. Securities and	Exchange	Commi	otice is filed ssion, upon	under R written r	ule 505, equest o	the follow f its staff,
Issuer (Print or Type)	Signature	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·		Date		· · · ·
CipherMax, Inc.					Februa	ary <u>6</u> _, 2	2007
Name of Signer (Print or Type) Eugene Lee	Of Signer (Print or Typ	e)			<u>I</u>		

6 of 9

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

¹ Includes other operating expenses. PA\10489697.1 350937-8

		E. STATE SIGNATURE	
1.			subject to any of the disqualification Yes No
		See Appendix, Column 5, for state r	esponse.
2.	The undersigned issuer hereby und Form D (17 CFR 239.500) at such	-	rator of any state in which this notice is filed, a notice on
3.	The undersigned issuer hereby und issuer to offerees.	ertakes to furnish to the state administr	ators, upon written request, information furnished by the
4.	limited Offering Exemption (ULC		itions that must be satisfied to be entitled to the Uniform is filed and understands that the issuer claiming the ditions have been satisfied.
	suer has read this notification and knigned duly authorized person.	ows the contents to be true and has d	uly caused this notice to be signed on its behalf by the
	(Print or Type) rMax, Inc.	Signature	Date February <u>C</u> , 2007
Name o	of Signer (Print or Type)	Vice President of Finance)

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3	···	4			5		
	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Series B Preferred Stock and Warrants	Number of Accredited Investors	mber of Number of Non-Accredited				No	
AL	· ·	x				N/A			4 1,	
AK		Х				N/A			4	
AZ		х				N/A				
AR	-	х				N/A			4	
CA		x	\$5,222,172.00	15	\$5,222,172.00	N/A				
СО	·	х	·			N/A			ty N	
CT -		х				N/A			 	
DE		х				N/A			1	
DC		х				N/A				
FL		х				N/A				
GA		x				N/A			· E	
HI		Х				N/A			7 9 4	
ID		x				N/A	7		7	
IL		x				N/A			। व	
. IN		X				N/A				
IA		X				N/A			d t	
KS		, X				N/A			1	
KY		x				N/A				
LA		X				N/A			# -1 .9	
ME		X				N/A			14	
MD		Х				N/A			100	
MA		X	\$136,994.00	1	\$136,994.00	N/A			1	
MI		Х				N/A			115	
MN		Х				N/A			1 1 1	
MS		Х				N/A			**************************************	
МО		х				N/A			1 1	

APPENDIX

1	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Series B Preferred Stock and Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT		X	_			N/A			
NE		Х				N/A			
NV		· X				N/A			
NH	[· · · · ·	X				N/A			
NJ		Х	,			N/A			
NM		Х				N/A			
NY		, X	\$3,502,176.00	5	\$3,502,176.00	N/A		-	
NC		Х				N/A			
ND		Х				N/A			
ОН		X				N/A	•		
ОК		X				N/A			
OR		·X				N/A			
PA		X				N/A			
RI		X				N/A			
SC		X				N/A			
SD		Х				N/A		:	
TN		X				N/A			
TX		X	\$122,243.00	1	\$122,243.00	N/A			
UT		Х				N/A			
VT		X				N/A			
VA		Х	\$8,000.00	1	\$8,000.00	N/A			
WA		Х				N/A			
wv		X				N/A			
WI		Х				N/A			
WY		X				N/A			
PR		X				N/A			

